

INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

SUPPLEMENTAL ORDER REGARDING DOCKET NO. VGOB-12-0515-3071

ELECTIONS: 900094

(hereinafter "Subject Drilling Unit")

TAX MAP IDENTIFICATION
NUMBERS FOR ALL PARCELS
AFFECTED BY THIS ORDER ARE
SHOWN ON EXHIBIT B3/E.

REPORT OF BOARD

FINDINGS AND ORDER

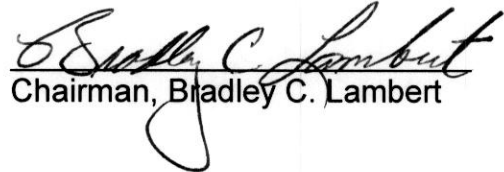
1. This Supplemental Order is entered by the Board *sua sponte* in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992 at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirements of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on July 17, 2012, and recorded in Deed Book 500, Page 541 in the Office of the Clerk of the Circuit Court for Dickenson County, Virginia on September 28, 2012, (herein "Board Order") and (2) to complete the record regarding elections. The Board Order established a drilling unit and pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 *et seq.*, Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Range Resources-Pine Mountain, Inc., (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;

- (b) The Designated Operator filed its affidavit of mailing dated January 29, 2013, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interests, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interests, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated January 30, 2013, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.7C (herein "Affidavit of Elections" annexed hereto), wherein it has, for each Respondent whose interests, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election(s) made, if any; and (iii) whether, by reason of failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interests, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank and Trust Company, Trust Division, 38 East Valley Street, Bristol, Virginia 24201; Tel: (276) 466-9222; Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated July 18, 2006. The Affidavit of Elections indicates that the escrow of funds is required with regard to 900094.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at Paragraph 2 above, to the extent escrow was required and to the extent it pertained to the elections and interests of the Respondents who have entered into a royalty split agreement and no longer require escrow of any funds, the Applicant is hereby directed to provide the Board with reconciliation of its and the Escrow Agent's records so that any funds affected by this Order may be disbursed in an appropriate manner.
4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this

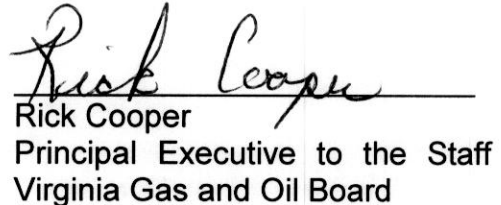
Supplemental Order stating that a true and correct copy of this Supplemental Order was mailed within seven (7) days from the date of receipt of this Supplemental Order to each Respondent whose address is known.

5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and **IT IS SO ORDERED**.
6. Effective Date: This Order shall be effective as of the date of the Board's approval of this Application, which is set forth at Paragraph 1 above.

DONE AND EXECUTED this 19 day of Feb, 2013,
by a majority of the Virginia Gas and Oil Board.

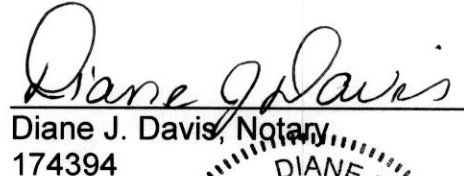

Chairman, Bradley C. Lambert

DONE AND PERFORMED this 19th day of February, 2013,
by the Order of this Board.


Rick Cooper
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this 19th day of February, 2013,
personally before me a notary public in and for the Commonwealth of Virginia,
appeared Bradley C. Lambert, being duly sworn did depose and say that he is
Chairman of the Virginia Gas and Oil Board, and appeared Rick Cooper, being
duly sworn did depose and say that he is Principal Executive to the Staff of the
Virginia Gas and Oil Board, that they executed the same and were authorized to
do so.


Diane J. Davis, Notary
174394

My commission expires: 9/30/13



VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of Range Resources-Pine Mountain, Inc, for the Forced Pooling of Interests in 900094, Docket No. VGOB-12-0515-3071 in the Sandlick District, Elkhorn City Quadrangle, Dickenson County, Virginia.

AFFIDAVIT OF MCKINNIS & SCOTT, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

Timothy E. Scott (herein Affiant), being duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of MCKINNIS & SCOTT, the Agent for the Designated Operator, with offices located at 135 W. Main Street, Suite 200, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on July 17, 2012, by the Virginia Gas and Oil Board regarding the captioned conventional gas unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed and recorded copy of the Order referred to at Paragraph 2, above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent, if known and locatable, named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter; that proof of such mailing has previously been tendered to the Division of Gas and Oil, the Office of the Gas and Oil Inspector, at Lebanon, Virginia;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender written notice of their election of the option selected under Paragraph 9 of the Order to the Designated Operator within thirty (30) days from the date of receipt of a copy of the recorded Order;
5. That the Designated Operator, by and through its agent, McKinnis & Scott, Attorneys-at-Law, has established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interests have been pooled have made a written election, in a timely fashion, as required by the captioned Order;

that said procedures were followed to identify the elections, if any, made with regard to Subject Drilling Unit; that the following persons or entities delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day elections period:

None

6. That the interest and/or claims of the following persons or entities (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, as unknown or unlocatable:

See Exhibit E

7. That after the pooling hearing held in the captioned matter, the following persons or entities have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims:

<u>Owner:</u>	<u>Tract No.:</u>	<u>Interest in Unit:</u>
Ballard Lowe Friend	3	0.30428571

8. That the Designated Operator with regard to persons previously requiring the services of the Escrow Agent have now reached an agreement regarding their interests or claims that allows Applicant/Designated Operator to make royalty distribution without the need to escrow funds which would otherwise be in conflict:

None

9. That the Respondents identified in Exhibit B-3 hereto have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective oil and gas rights, interests and claims shall be deemed to have leased to Applicant/Designated Operator pursuant to and in accordance with Paragraph 10 of the Board Order dated July 17, 2012:

See Revised Exhibit B-3

10. The Designated Operator requests that the following persons be dismissed as Respondents:

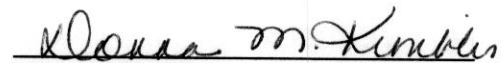
Ballard Lowe Friend

That pursuant to the provisions of 4VAC 25-160.70.A.10 and .C and VAC 25-160-80, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent **is** required in this matter pursuant to the terms of §§ 45.1-361.21.D and 45.1-361.22.A.3 and .4.

Dated at Kingsport, Tennessee, this 30th day of January, 2013.


Timothy E. Scott, Affiant

Taken, subscribed and sworn to before me by Timothy E. Scott, the Agent for Range Resources-Pine Mountain, Inc., a corporation, on behalf of the corporation, this 30th day of January, 2013.


Notary Public

My commission expires: 11-20-2013



Exhibit "B-3" - Unleased Owners
900094 Revised 1/30/2013

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
	Gas Estate Only			
3	Tax ID # -Minerals Only			
	John Mullins Unknown	Unleased	2.13000000	3.40800000
	Woodrow W Friend, Jr 126 Paddock Drive Nicholasville, KY 40356	Unleased	0.15214286	0.24342857
	Kathlyn Friend 134 North Second St Richmond, KY 40475	Unleased	0.15214286	0.24342857
	Margaret E Friend Kelsey Friend Drive Pikeville, KY 41501	Unleased	0.30428571	0.48685714
	Thurman Bruce Friend Unknown	Unleased	0.30428571	0.48685714
	Jessie Evelyn Friend Newson 955 Wine Island Road Danville, KY 40422	Unleased	0.30428571	0.48685714
	Noah Steven Friend PO Box 215 Lowes Br Pikeville, KY 41501	Unleased	0.10142857	0.16228571
	Carolyn Mae Friend Carter Conwa PO Box 113 Pikeville, KY 41502	Unleased	0.10142857	0.16228571
	Jennifer Friend Rummel 103 Church Street Columbia, KY 42728	Unleased	0.10142857	0.16228571
	Virginia Lowe 4576 N Mayo Trail Pikeville, KY 41501	Unleased	0.26625000	0.42600000
	Geneva Hamilton 140 Maple Road Harold, KY 41635	Unleased	0.26625000	0.42600000

Nancy Barrowman 703 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.26625000	0.42600000
Betty Hobson 5433 N Mayo Trail Pikeville, KY 41501	Unleased	0.26625000	0.42600000
Dan Stamper, Jr PO Box 802 Pikeville, KY 41502	Unleased	0.26625000	0.42600000
Shirley Justice 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.26625000	0.42600000
Teresa Stamper Flockhart 1845 Poplar Road Stafford, VA 22554	Unleased	0.08875000	0.14200000
Betty Stamper Johnson 5445 N Mayo Trail Pikeville, KY 41501	Unleased	0.08875000	0.14200000
Harria Stamper Walters 5665 Cardigan Trace Sugar Hill, GA 30518	Unleased	0.08875000	0.14200000
Fon Michael Johnson, Jr 160 College Street, Apt 214 Pikeville, KY 41501	Unleased	0.13312500	0.21300000
Jimmy Dan Johnson PO Box 4412 Pikeville, KY 41502	Unleased	0.13312500	0.21300000
Donna Sue Mullins Justice 55 Kinnikinnick Branch Pikeville, KY 41501	Unleased	0.71000000	1.13600000
Rhea Sue Mullins 14614 Pine Glen Circle Lutz, FL 33549	Unleased	0.71000000	1.13600000
Ronnie Small Unknown	Unleased	0.22642073	0.36227317
Garland L Wagner 38240 Warren Road Westland, MI 48185-1939	Unleased	0.69235823	1.10777317
Charles Wagner Decendants	Unleased	0.17284604	0.27655366

Unknown

Janiv Blackburn 787 Cowpen Road Pikeville, KY 41501	Unleased	4.26000000	6.81600000
Thelma M Meadows Bellans 7325 Willow Highway Glandedge, MI 48837	Unleased	0.30428571	0.48685714
Pearl Mullins Blair Unknown	Unleased	0.30428571	0.48685714
Gervis Mullins Unknown	Unleased	0.30428571	0.48685714
Lena Mullins Meade Unknown	Unleased	0.30428571	0.48685714
Florence Mullins Hughes Unknown	Unleased	0.30428571	0.48685714
Millard Meade Unknown	Unleased	0.30428571	0.48685714
Crawford Meade Unknown	Unleased	0.30428571	0.48685714
Tract 3 Totals		14.68305357	23.49288571
TOTAL GAS ESTATE		14.68305357	23.49288571

EX 50526 096

**Exhibit "E" - Escrow Owners
900094**

Tract	Lessor	Lease Status	Interest Within Unit	Gross Acreage in Unit
Gas Estate Only				
3	Tax ID # -Minerals Only			
	John Mullins Unknown	Unleased	2.13000000	3.40800000
	Thurman Bruce Friend Unknown	Unleased	0.30428571	0.48685714
	Ronnie Small Unknown	Unleased	0.22642073	0.36227317
	Charles Wagner Decendants Unknown	Unleased	0.17284604	0.27655366
	Pearl Mullins Blair Unknown	Unleased	0.30428571	0.48685714
	Gervis Mullins Unknown	Unleased	0.30428571	0.48685714
	Lena Mullins Meade Unknown	Unleased	0.30428571	0.48685714
	Florence Mullins Hughes Unknown	Unleased	0.30428571	0.48685714
	Millard Meade Unknown	Unleased	0.30428571	0.48685714
	Crawford Meade Unknown	Unleased	0.30428571	0.48685714
	Tract 3 Totals		4.65926677	7.45482683
	TOTAL GAS ESTATE		4.65926677	7.45482683

505 097

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\$20

INSTRUMENT NO. 130006346
Recorded in the Clerk's Office
of Dickenson County

VIRGINIA: IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT OF DICKENSON COUNTY, 3-19, 2013. This deed was this day presented in said office, and upon the certificate of acknowledgment thereto annexed, admitted to record at 11:57 o'clock A.M., after payment of \$ ~ tax imposed by Sec. 58.1-802.

Original returned this date to: DMC

BY: [Signature] TESTE RICHARD EDWARDS, CLERK
D. CLERK